

SEC 1972 Potential persons who are to respond to the collection of information contained (5-05) in this form are not required to respond unless the form displays a currently valid OMB control number.

Processing 1900 OC

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL					
OMB Number: 3235-0076					
Expires: Au	gusi 31,	2008			
Estimated average burden					
hours per response 16.00					
SEC USE ONLY					
Prefix Serial					
DATE	RECEIV	ED			

Name of Offering ([] check if thi Entegrion, Inc. Series C Prefe			nged, and indica	ate change.)	
Filing Under (Check box(es) the apply):	at [] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[] ULOE
Type of Filing: [] New Filing	[X] Amendment				PROCESSED
	A. BASIC I	DENTIFICATION	DATA		AUG 2 8 2008
Enter the information reques	led about the issuer				** AUG 2 8 2008
Name of Issuer ([] check if this Entegrion, Inc.	s an amendment and	name has chan	ged, and indicate	change.)	THOMSON REUTERS
Address of Executive Offices 79 TW Alexander Drive, 4401 (919) 536-1500					
Address of Principal Business (Area Code) (if different from Executive Office		and Street, City,	State, Zip Code)	Telephone Numbe	er (Including
Brief Description of Business Therapeutics development co	ompany focused on I	nomeostasis.			
Type of Business Organization					
[X] corporation	[] limited parti	nership, already	formed	[] other (please	specify):
[] business trust	[] limited parti	nership, to be for	med		
15520.38-547423 v1					

Month Year

Actual or Estimated Date of Incorporation or Organization: [03] [2004] [X] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [DE]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All Issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more
 of a class of equity securities of the Issuer;
 - Each executive officer and director of corporate Issuers and of corporate general and managing partners of partnership Issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/o Managing Partner
Full Name (Last name first, Eskridge, E. S., Jr.	if individual)		· · · · · · · · · · · · · · · · · · ·		
Business or Residence Add 79 TW Alexander Drive, 4				Park, North (Carolina 27709
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/o Managing Partner
Full Name (Last name first, Martin, Richard (Chief Fir		·)		+.	
Business or Residence Add	ress (Number	and Street, City, Stat	e, Zip Code)	Davis Navila	
79 TW Alexander Drive, 4	401 Research	Commons, Suite 20	0, Research Triangle	Park, North (Sarolina 27709
79 TW Alexander Drive, 4 Check Box(es) that Apply:		····	0, Research Triangle [] Executive Officer	 	····
· · · · · · · · · · · · · · · · · · ·	[] Promoter	····		 	[] General and/or Managing
Check Box(es) that Apply: Full Name (Last name first,	[] Promoter if individual)	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/o Managing Partner
Check Box(es) that Apply: Full Name (Last name first, Corbitt, William S., III Business or Residence Add	[] Promoter if individual) dress (Number 401 Research	[] Beneficial Owner and Street, City, Stat Commons, Suite 20	[] Executive Officer	[X] Director	[] General and/or Managing Partner

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Petteway, Stephen R., Jr. Business or Residence Address (Number and Street, City, State, Zip Code) 79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709 Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Nash, Patrick F. Business or Residence Address (Number and Street, City, State, Zip Code) 79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709 Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director General and/or Managing Partner Full Name (Last name first, if individual) Edwards, Thomas L. Business or Residence Address (Number and Street, City, State, Zip Code) 79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709 Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director General and/or Managing Partner Full Name (Last name first, If individual) Mowell, John B. Business or Residence Address (Number and Street, City, State, Zip Code) 79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709

B. INFORMATION ABOUT OFFERING

1. Has	the issue	er sold, o	r does th	e issuer	intend to	sell, to no	n-accred	ited invest	ors in this	offering?	Yes	s No [X]
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?												
2. Wha	at is the n	ninimum	investme	nt that w	ill be acc	epted from	n any indi	ividual?		••••	-	5,000.00
								Yes [X]	s No			
of sectodealer more to forth the	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)											
	plicable		iot, ii iiitui	vidualy								
Busine	ss or Re	sidence /	Address (Number	and Stree	et, City, S	tate, Zip (Code)				
Name	of Assoc	lated Bro	ker or De	aler								
States	in Which	Person	Listed Ha	ıs Solicit	ed or Inte	nds to So	licit Purch	nasers				
(Chec	k "All S	tates" or	r check i	ndividu	al States)				[] All Sta	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CŤ]	(DE)	[DC]	(FL)	[GA]	(HI)	[ID]
[IL]	[IN]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	(NC)	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	Full Name (Last name first, if individual)											
Busine	ss or Re	sidence /	Address (Number	and Stree	et, City, S	tate, Zip (Code)	 			
Name	of Assoc	iated Bro	ker or De	aler	<u></u>							******
							licit Purch	nasers			1 All Chair	
•)			75.0 1	<i>(</i> 5 : 3] All States	
[AL]	[AK]	(AZ)	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	(NE)	[NV]	(NH)	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	(PA)
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[AW]	[WV]	[WI]	[WY]	(PR)

total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is		
an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Aiready
Type of Security	Offering Price	Sold
Debt	\$	\$
Equity(Series C Preferred Stock)	\$5,000,000.00	\$447,461,25
[] Common [] Preferred		
Convertible Securities	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$5,000,000.00	\$447,461.25
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Aggregate
	Number	Dollar Amount
	Investors	of Purchases
Accredited Investors	17	\$ <u>447,461.25</u>
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Total (for filings under Rule 504 only)		\$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	Type of Security	\$ Dollar Amount
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering	Type of Security	\$ Dollar Amount
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	Type of Security	\$ Dollar Amount Sold \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A	Type of Security	\$ Dollar Amount Sold \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504	Type of Security	Dollar Amount Sold \$ \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security	\$ Dollar Amount Sold \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the Issuer. The information may be given as subject to	Type of Security	Dollar Amount Sold \$ \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the Issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		Dollar Amount Sold \$ \$ \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the Issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		Dollar Amount Sold \$ \$ \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the Issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.		Dollar Amount Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	[x	\$ Dollar Amount Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the Issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees	[x	\$ Dollar Amount Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the Issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees Administrative, Postage, Secretary Fees.	[x	\$ Dollar Amount Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the Issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees Administrative, Postage, Secretary Fees. Sales Commissions (specify finders' fees separately)*] [xx] []	\$ Dollar Amount Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the Issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees Administrative, Postage, Secretary Fees.] [x] [] []	\$ Dollar Amount Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$

4,978,600.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments

listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C $\scriptstyle\textsc{C}$ Question 4.b above.

·	Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	\$	\$
Purchase of real estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	\$	\$
Construction or leasing of plant buildings and facilities	\$	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$	\$
Repayment of indebtedness	\$	\$
Working capital	\$	\$ <u>4,978,600.00</u>
Other (specify):	\$	\$
	\$	\$
Column Totals	\$	\$ <u>4,978,600.00</u>
Total Payments Listed (column totals added)	\$4.97	78,600,00

Payments to

n	EED	EDAL	SIGN	ATI	IDE
11		FRAI	SILIN	A 1 L	IR E

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type) Entegrion, Inc.	Signature	lean	Martin	Date August <u>7</u> , 2008
Name of Signer (Print or Type)		Title of	Signer (Print or	Type)
Richard Martin		Chief F	inancial Offic	er

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

